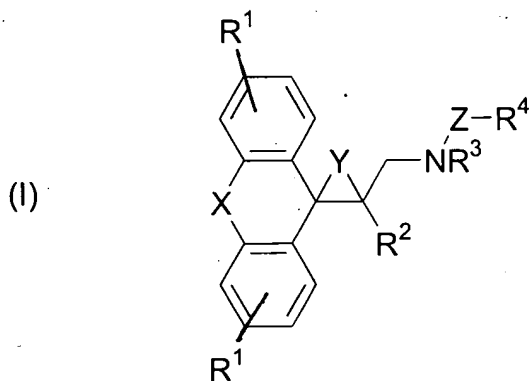


Listing of the Claims:

1. (Currently Amended) A compound having the formula:



wherein **X** is ~~a single bond, hydrogen, selected from the group consisting of~~ sulfur or NR^5 ; ~~$(\text{CH}_2)_n$ wherein n is an integer from 1 to 3; $\text{HC}-\text{CH}$; and $-\text{CH}_x\text{W}$ wherein W may be~~ oxygen, sulfur or NR^5 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido ~~or~~ and nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, ~~or~~ and pyridine;

Y is selected from the group consisting of $-\text{CH}_2-$ or H, H hydrogen;

R^3 is ~~chosen~~ selected from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with one to

three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido ~~or~~ and nitrile;

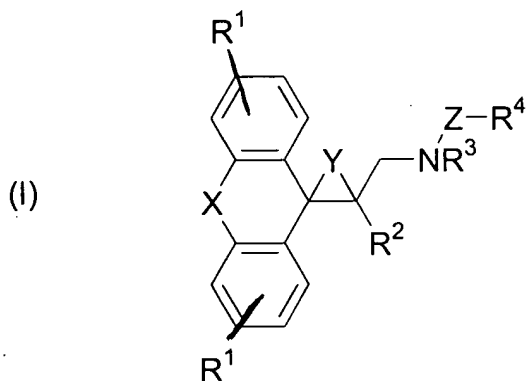
Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; ~~or~~ and sulfone;

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole ~~or~~ and pyridine; and

R⁵ is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido ~~or~~ and nitrile.

2. (Original) A compound according to claim 1 wherein R¹ is selected from the group consisting of hydrogen and halo group.
3. (Original) A compound according to claim 2 wherein R¹ is hydrogen.
4. (Original) A compound according to claim 2 wherein R¹ is halogen.
5. (Original) A compound according to claim 4 wherein R¹ is fluorine.
6. (Canceled)
7. (Currently Amended) A compound according to claim 1 wherein Y is ~~hydrogen~~ H.
8. (Original) A compound according to claim 1 wherein R² is selected from the group consisting of phenyl and halophenyl.
9. (Original) A compound according to claim 8 wherein R² is phenyl.
10. (Original) A compound according to claim 8 wherein R² is halophenyl.
11. (Original) A compound according to claim 10 wherein R² is chlorophenyl.

12. (Original) A compound according to claim 1 wherein R^3 is selected from the group consisting of hydrogen and lower alkyl.
13. (Original) A compound according to claim 12 wherein R^3 is hydrogen.
14. (Original) A compound according to claim 1 wherein R^4 is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower alkyl.
15. (Original) A compound according to claim 14 wherein R^4 is heteroaromatic lower alkyl.
16. (Currently Amended) A compound according to claim 1-15 wherein R^4 is thiophene.
17. (Original) A compound according to claim 1 wherein Z is carbonyl.
- 18-54. (Canceled)
55. (Currently Amended) A compound ~~according to claim 49 wherein Y is hydrogen~~ having the formula:



wherein X is selected from the group consisting of sulfur and $-CH_2W$ wherein W may be oxygen, sulfur or NR^5 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido and nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower

alkyl(C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, and pyridine;

Y is H, H;

R³ is selected from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido and nitrile;

Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; and sulfone;

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted-or unsubstituted thiophene, furan, pyrrole and pyridine; and

R⁵ is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido and nitrile.

56-61. (Canceled)

62. (Currently Amended) A compound according to claim 49 55 wherein R⁴ is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower alkyl.

63-69. (Canceled)

70. (Currently Amended) A method of treating inflammatory conditions comprising applying to the skin of a mammal an anti-inflammatory effective amount of a compound formula (I) of claim 1.

71-105. (Canceled)